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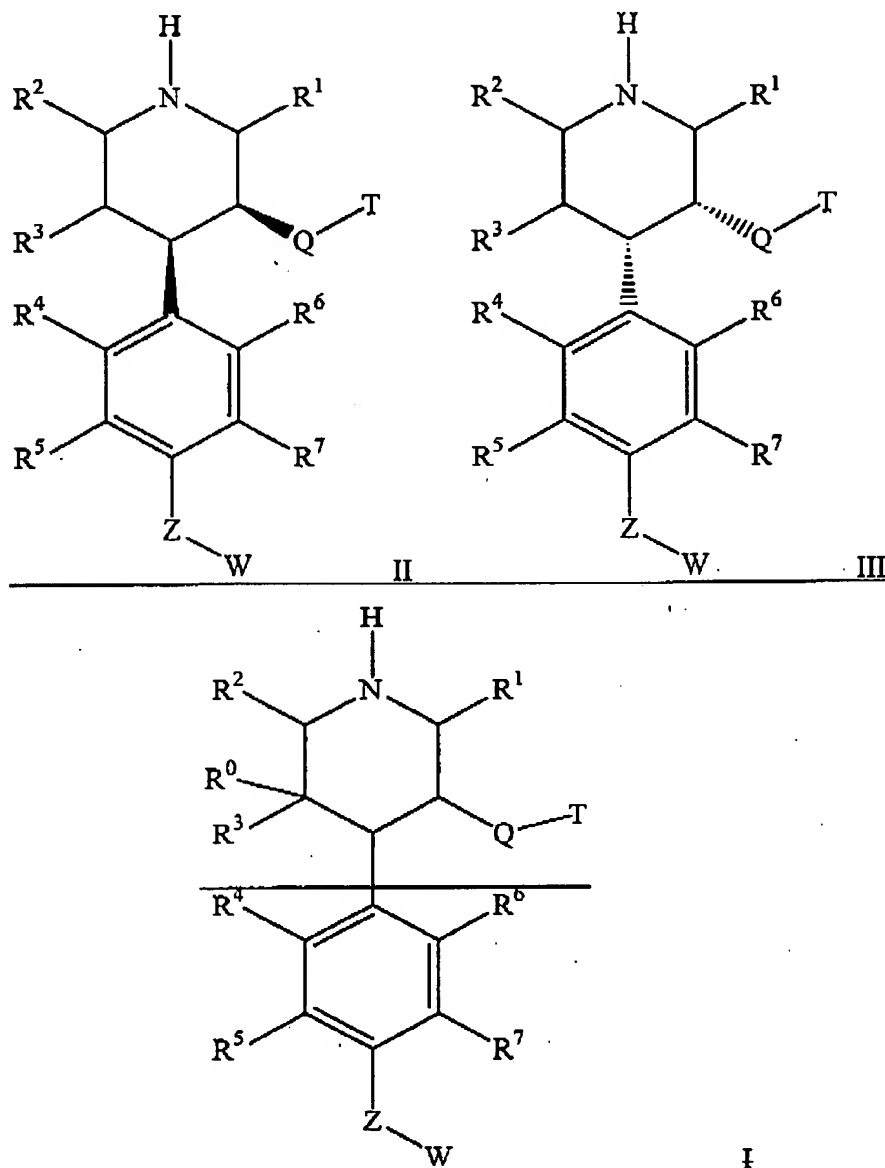
Amendments to the Claims

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims

Claim 1 (previously amended):

A compound of Formula II or III:



or a pharmaceutically acceptable salt thereof, wherein

R<sup>1</sup> and R<sup>2</sup> are independently hydrogen or unsubstituted C<sub>1</sub>-C<sub>3</sub> alkyl;

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$R^3$  is hydrogen, oxo, or thioxo;

$R^0$  is hydrogen or unsubstituted  $C_1$ - $C_3$  alkyl provided that when  $R^3$  is oxo or thioxo  $R^0$  is absent;

$R^4$ ,  $R^5$ ,  $R^6$ , and  $R^7$  are independently hydrogen, halogen, carboxyl, substituted or unsubstituted  $C_1$ - $C_3$  alkoxy, or substituted or unsubstituted  $C_1$ - $C_3$  alkyl;

Q is  $-NR^8-(CH_2)_{0-6}-$ ,  $-NR^9-C(O)-(CH_2)_{0-6}-$ , wherein 1 to 3 nonadjacent methylene units are replaced with O,  $NR^{10}$ , S or a combination thereof;

T is substituted or unsubstituted aryl;

W is absent, substituted or unsubstituted aryl;

Z is  $-(CH_2)_{0-6}$ -cycloalkylene- $(CH_2)_{0-6}-$  wherein 0 to 6 nonadjacent methylene units are replaced with O,  $NR^{12}$ , S or a combination thereof,

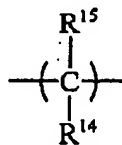
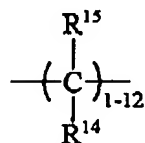
$-(CH_2)_{0-6}$ -heterocycloalkylene- $(CH_2)_{0-6}-$  wherein 0 to 6 nonadjacent methylene units are replaced with O,  $NR^{12}$ , S or a combination thereof,

$-(CH_2)_{0-6}$ -arylene- $(CH_2)_{0-6}-$  wherein 0 to 6 nonadjacent methylene units are replaced with O,  $NR^{12}$ , S or a combination thereof,

$-(CH_2)_{0-6}$ -heteroarylene- $(CH_2)_{0-6}-$  wherein 0 to 6 nonadjacent methylene units are replaced with O,  $NR^{12}$ , S or a combination thereof,

$-(CH_2)_{0-6}-C(O)-NR^{11}-(CH_2)_{0-6}-$  wherein 0 to 6 nonadjacent methylene units are replaced with O,  $NR^{12}$ , S or a combination thereof,

$-(CH_2)_{0-6}-NR^{11}-C(O)-(CH_2)_{0-6}-$  wherein 0 to 6 nonadjacent methylene units are replaced with O,  $NR^{12}$ , S or a combination thereof,



wherein 1 to 6 nonadjacent units are replaced with O,  $NR^{12}$ , S or a combination thereof, or

Z, when W is absent, is hydroxyl, substituted or unsubstituted  $C_1$ - $C_{12}$  alkyl

wherein 1 to 6 nonadjacent methylene units are replaced with O,  $NR^{16}$ , S or a

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combination thereof, or  $-(\text{CH}_2)_{0-6}-\text{C}(\text{O})-\text{NR}^{16}-(\text{CH}_2)_{0-5}-\text{CH}_3$  wherein 0 to 6 nonadjacent methylene units are replaced with O,  $\text{NR}^{16}$ , S or a combination thereof;

$\text{R}^8$ ,  $\text{R}^9$  and  $\text{R}^{10}$  are independently hydrogen or substituted or unsubstituted  $\text{C}_1\text{-C}_3$  alkyl;

$\text{R}^{11}$  and  $\text{R}^{12}$  are independently substituted or unsubstituted  $\text{C}_1\text{-C}_3$  alkyl; and

$\text{R}^{14}$  and  $\text{R}^{15}$  are independently hydrogen, substituted or unsubstituted  $\text{C}_1\text{-C}_3$  alkoxy, substituted or unsubstituted  $\text{C}_1\text{-C}_3$  alkyl, unsubstituted  $\text{C}_1\text{-C}_{12}$  alkyl wherein 1 to 6 nonadjacent methylene units are replaced with O, or  $\text{R}^{14}$  and  $\text{R}^{15}$  together with the carbon to which they are attached form a 3- to 6-membered cycloalkylene or heterocycloalkylene ring; and

$\text{R}^{16}$  is substituted or unsubstituted  $\text{C}_1\text{-C}_3$  alkyl or hydrogen.

Claim 2 (original): A compound of claim 1, wherein  $\text{R}^1$  and  $\text{R}^2$ , are hydrogen and  $\text{R}^3$  is oxo.

Claim 3 (original): A compound of claim 1, wherein  $\text{R}^4$ ,  $\text{R}^5$ ,  $\text{R}^6$ , and  $\text{R}^7$  are independently hydrogen, halogen, carboxyl,  $\text{C}_1\text{-C}_3$  alkoxy, or  $\text{C}_1\text{-C}_3$  alkyl.

Claim 4 (original): A compound of claim 3, wherein  $\text{R}^4$ ,  $\text{R}^5$ ,  $\text{R}^6$ , and  $\text{R}^7$  are independently hydrogen, chlorine, fluorine, carboxyl, methoxy or methyl.

Claim 5 (original): A compound of claim 1, wherein  $\text{R}^4$ ,  $\text{R}^6$ , and  $\text{R}^7$  are hydrogen and  $\text{R}^5$  is chlorine, fluorine, carboxyl, methoxy or methyl.

Claim 6 (original): A compound of claim 1, wherein Q is  $-\text{NR}^8-(\text{CH}_2)_{0-6}-$ , or  $-\text{NR}^9-\text{C}(\text{O})-(\text{CH}_2)_{0-6}-$  wherein  $\text{R}^8$  and  $\text{R}^9$  are independently unsubstituted  $\text{C}_1\text{-C}_3$  alkyl.

Claim 7. (original): A compound of claim 6, wherein Q is  $-\text{NH}-(\text{CH}_2)_{0-6}-$ , or  $-\text{NH}-\text{C}(\text{O})-(\text{CH}_2)_{0-6}-$ .

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Claim 8 (original): A compound of claim 7, wherein Q is -NH-CH<sub>2</sub>-, -NH-CH<sub>2</sub>-CH<sub>2</sub>-, -NH-CH<sub>2</sub>-CH<sub>2</sub>-O-CH<sub>2</sub>-, or -NH-CH<sub>2</sub>-CH<sub>2</sub>-O-.

Claim 9 (original): A compound of claim 1, wherein T is unsubstituted aryl.

Claim 10 (currently amended): A compound of claim 1, wherein T is unsubstituted phenyl, naphthyl, biphenyl, or 1,2,3,4-tetrahydro-naphthyl, 1,2,3,4-tetrahydroisoquinoliny~~l, 1,2,3,4-tetrahydroquinoxaliny~~~~l, or 1,2,3,4-tetrahydroindoly~~.

Claim 11 (previously amended): A compound of claim 10, wherein T is 2-naphthyl or biphen-4-yl.

Claim 12 (original): A compound of claim 1, wherein T is substituted aryl

Claim 13 (currently amended): A compound of claim 12, wherein T is substituted phenyl, naphthyl, biphenyl, or 1,2,3,4-tetrahydroquinoliny~~l, 2-oxo-1,2,3,4-tetrahydroquinoliny~~~~l, 1,2,3,4-tetrahydro-naphthyl, 1,2,3,4-tetrahydroisoquinoliny~~~~l, 1,2,3,4-tetrahydroquinoxaliny~~~~l, 1,2,3,4-tetrahydroindoly~~~~l, 2,3-dihydroindoly~~~~l, 3-oxo-3,4-dihydro-2H-benzo[1,4]oxaziny~~~~l, or 3,4-dihydro-2H-benzo[1,4]oxaziny~~.

Claim 14. (original): A compound of claim 12, wherein T is phenyl substituted from 1 to 5 times with C<sub>1</sub>-C<sub>6</sub> alkyl, halo, C<sub>1</sub>-C<sub>6</sub> alkyl wherein 1 to 3 nonadjacent carbons are replaced with O, NR<sup>16</sup>, S or a combination thereof, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-O-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-O-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-N(R<sup>16</sup>)-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-NR<sup>16</sup>-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, trifluoromethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-NR<sup>16</sup>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, HO-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(O)<sub>2</sub>-NR<sup>16</sup>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-NR<sup>16</sup>-S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, or HO-(C<sub>1</sub>-C<sub>6</sub> alkyl), wherein each R<sup>16</sup> is independently H or C<sub>1</sub>-C<sub>6</sub> alkyl or a combination thereof.

Claim 15. (original): A compound of claim 14, wherein T is 2-trifluoromethylphenyl, 3-trifluoromethylphenyl, 4-trifluoromethylphenyl, 2-chlorophenyl, 3-chlorophenyl, 4-

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chlorophenyl, 3,4-dichlorophenyl, 3,5-dichlorophenyl, 2-fluorophenyl, 3-fluorophenyl, 4-fluorophenyl, 3,4-difluorophenyl, 3,5-difluorophenyl, 2-methoxyphenyl, 3-methoxyphenyl, 4-methoxyphenyl, 3,4-dimethoxyphenyl, 3,5-dimethoxyphenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, 3,4-dimethylphenyl, 3,5-dimethylphenyl, 2-chloro-4-fluorophenyl, 4-fluoro-2-trifluoromethylphenyl, 2-(2-acetoxy-ethyl)-phenyl, 3-(2-acetoxy-ethyl)-phenyl, 4-(2-acetoxy-ethyl)-phenyl, N,N-dimethyl-benzamide-4-yl, or 4-acetylaminophenyl.

Claim 16 (original): A compound of claim 1, wherein T is biphenyl substituted from 1 to 9 times with C<sub>1</sub>-C<sub>6</sub> alkyl, halo, C<sub>1</sub>-C<sub>6</sub> alkyl wherein 1 to 3 nonadjacent carbons are replaced with O, NR<sup>16</sup>, S or a combination thereof, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-O-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-O-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-N(R<sup>16</sup>)-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-NR<sup>16</sup>-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, trifluoromethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-NR<sup>16</sup>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, HO-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(O)<sub>2</sub>-NR<sup>16</sup>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-NR<sup>16</sup>-S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, or HO-(C<sub>1</sub>-C<sub>6</sub> alkyl), wherein each R<sup>16</sup> is independently H or C<sub>1</sub>-C<sub>6</sub> alkyl or a combination thereof.

Claim 17 (currently amended): A compound of claim 1, wherein T is unsubstituted naphthyl, or ~~3,4-dihydro-2H-benzo[1,4]oxazinyl, 3-oxo-3,4-dihydro-2H-benzo[1,4]oxazinyl~~ naphthyl substituted from 1 to 7 times with, C<sub>1</sub>-C<sub>6</sub> alkyl, halo, hydroxy, oxo, C<sub>1</sub>-C<sub>6</sub> alkyl wherein 1 to 3 nonadjacent carbons are replaced with O, NR<sup>16</sup>, S or a combination thereof, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-O-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-O-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-N(R<sup>16</sup>)-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-NR<sup>16</sup>-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, trifluoromethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-NR<sup>16</sup>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, HO-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(O)<sub>2</sub>-NR<sup>16</sup>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-NR<sup>16</sup>-S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, or HO-(C<sub>1</sub>-C<sub>6</sub> alkyl), wherein each R<sup>16</sup> is independently H or C<sub>1</sub>-C<sub>6</sub> alkyl or a combination thereof.

Claim 18 (previously amended): A compound of claim 17, wherein T is 6-methoxy-2-naphthyl, 7-methoxy-2-naphthyl, 6-methyl-2-naphthyl, 6-hydroxy-2-naphthyl, 7-methyl-2-naphthyl, 6-trifluoromethyl-2-naphthyl, 7-trifluoromethyl-2-naphthyl, 6-fluoro-2-naphthyl, 7-fluoro-2-naphthyl, 6-chloro-2-naphthyl, 7-chloro-2-naphthyl, 6-(2-acetoxy-ethyl)-2-naphthyl or 7-(2-acetoxy-ethyl)-2-naphthyl.

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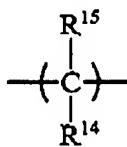
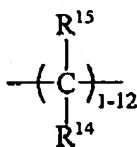
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Claim 19 (currently amended): A compound of claim 1, wherein T is unsubstituted naphthyl, ~~unsubstituted 4-trifluoromethylphenyl, 4-(2-ethoxy-2-oxoethyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-(3-methoxypropyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-(2-acetylaminooethyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-acetamidyl-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-(2-acetoxyethyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-(3-methoxy-3-oxopropyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl~~ ~~[[,]]~~ or 4-(2-methoxy-2-oxoethyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl.

Claims 20-28 (canceled)

Claim 29 (original): A compound of claim 1, wherein Z is



wherein 1 to 6 nonadjacent units are replaced with O.

Claim 30 (original): A compound of claim 1, wherein  $\text{R}^{14}$  and  $\text{R}^{15}$  are hydrogen.

Claim 31 (original): A compound of claim 1, wherein Z is

$\text{---}(\text{CH}_2)_{0-6}\text{---C(O)---NR}^{11}\text{---}(\text{CH}_2)_{0-6}\text{---}$  wherein 0 to 6 nonadjacent methylene units are replaced with O,  $\text{NR}^{12}$ , S or a combination thereof; or

$\text{---}(\text{CH}_2)_{0-6}\text{---NR}^{11}\text{---}(\text{C(O)---CH}_2)_{0-6}\text{---}$  wherein 0 to 6 nonadjacent methylene units are replaced with O,  $\text{NR}^{12}$ , S or a combination thereof; and  $\text{R}^{11}$  and  $\text{R}^{12}$  are as defined in claim 1.

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Claim 32 (original): A compound of claim 29, wherein Z is  $-\text{O}-(\text{CH}_2)_{2-3}-\text{O}-(\text{CH}_2)_{1-2}-$ ,  $-\text{O}-(\text{CH}_2)_{3-4}-\text{O}-$ ,  $\text{O}-(\text{CH}_2)_{1-2}-$ ,  $-(\text{CH}_2)-\text{O}-(\text{CH}_2)_{2-3}-\text{O}-(\text{CH}_2)_{0-1}-$ ,  $-\text{C}(\text{O})-\text{NR}^{11}-(\text{CH}_2)_2-$ ,  $-\text{C}(\text{O})-\text{NR}^{11}-(\text{CH}_2)_2-\text{O}-$ , or  $-\text{O}-(\text{CH}_2)_3-\text{S}-(\text{CH}_2)_1-$ ; and  $\text{R}^{11}$  is as defined in claim 1.

Claim 33 (canceled)

Claim 34 (original): A compound of claim 1, wherein Z is  $-\text{O}-(\text{CH}_2)_3-\text{O}-(\text{CH}_2)-$ .

Claim 35 (original): A compound of claim 1, wherein W is unsubstituted or substituted phenyl.

Claim 36 (original): A compound of claim 1, wherein W is 2-trifluoromethylphenyl, 3-trifluoromethylphenyl, 4-trifluoromethylphenyl, 2-chlorophenyl, 3-chlorophenyl, 4-chlorophenyl, 3,4-dichlorophenyl, 3,5-dichlorophenyl, 2-fluorophenyl, 3-fluorophenyl, 4-fluorophenyl, 3,4-difluorophenyl, 3,5-difluorophenyl, 2-methoxyphenyl, 3-methoxyphenyl, 4-methoxyphenyl, 3,4-dimethoxyphenyl, 3,5-dimethoxyphenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, 3,4-dimethylphenyl, 3,5-dimethylphenyl, 2-chloro-4-fluorophenyl, 4-fluoro-2-trifluoromethylphenyl, 2-(2-acetoxy-ethyl)-phenyl, 3-(2-acetoxy-ethyl)-phenyl, 4-(2-acetoxy-ethyl)-phenyl, N,N-dimethyl-benzamide-4-yl, or 4-acetylaminophenyl.

Claim 37 (original): A compound of claim 1, wherein W is 2-methoxyphenyl.

Claims 38-40 (canceled)

Claim 41 (original): A compound of claim 1, wherein Z is  $-\text{O}-(\text{CH}_2)_3-\text{O}-\text{CH}_2-$ , and W is 2-methoxyphenyl.

Claim 42. (currently amended): A compound of claim 1, wherein Q is  $-\text{NH}-\text{CH}_2-$  or  $-\text{NR}^8-\text{CH}_2-$ ; T is unsubstituted naphthyl, unsubstituted 4-trifluoromethylphenyl, 4-(2-ethoxy-2-oxoethyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-(3-methoxypropyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-(2-

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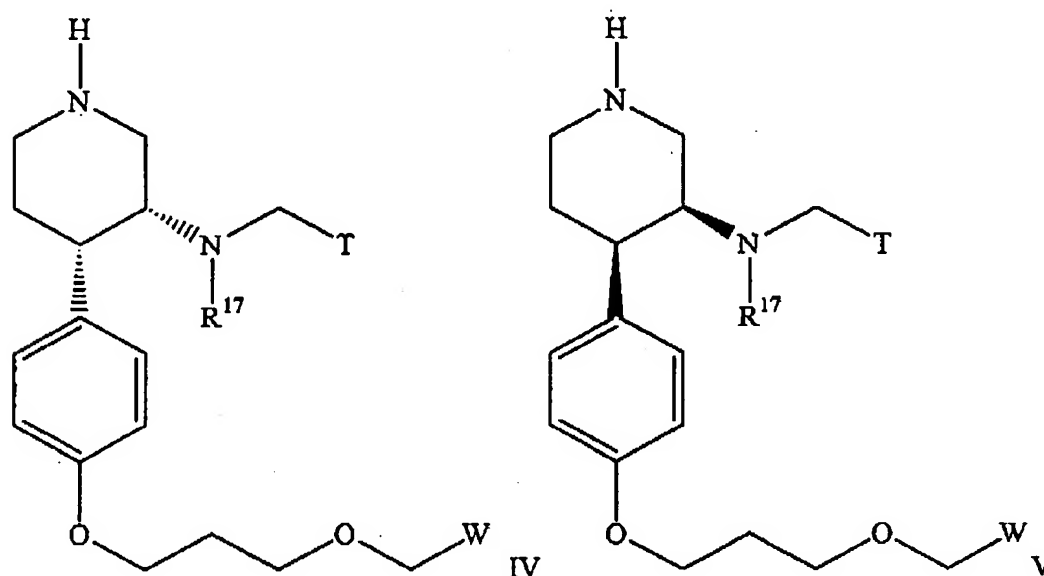
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~~acetylaminooethyl) 3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-acetamidyl-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-(2-acetoxyethyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-(3-methoxy-3-oxopropyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl or 4-(2-methoxy-2-oxoethyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6; and R<sup>8</sup> is C<sub>1</sub>-C<sub>3</sub> alkyl.~~

Claim 43 (canceled)

Claim 44 (previously amended): A compound of Formula IV or V



or a pharmaceutically acceptable salt thereof, wherein

T is substituted or unsubstituted aryl;

W is substituted or unsubstituted aryl; and

R<sup>17</sup> is hydrogen or C<sub>1</sub>-C<sub>3</sub> alkyl.

Claim 45 (original): A compound of claim 44, wherein T is substituted aryl.

Claim 46. (currently amended): A compound of claim 45, wherein T is substituted phenyl, naphthyl, biphenyl, or 1,2,3,4-tetrahydro-naphthyl, 1,2,3,4-tetrahydroisoquinoliny



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~~1,2,3,4-tetrahydroquinoxalanyl, 1,2,3,4-tetrahydroindolyl, 2,3-dihydroindolyl, 3-oxo-3,4-dihydro-2H-benzo[1,4]oxazinyl, or 3,4-dihydro-2H-benzo[1,4]oxazinyl.~~

Claim 47 (currently amended): A compound of claim 44, wherein T is naphthyl ~~or 3,4-dihydro-2H-benzo[1,4]oxazinyl, 3-oxo-3,4-dihydro-2H-benzo[1,4]oxazinyl~~ substituted from 1 to 7 times with, C<sub>1</sub>-C<sub>6</sub> alkyl, halo, hydroxy, oxo, C<sub>1</sub>-C<sub>6</sub> alkyl wherein 1 to 3 nonadjacent carbons are replaced with O, NR<sup>16</sup>, S or a combination thereof, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-O-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-O-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-N(R<sup>16</sup>)-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-NR<sup>16</sup>-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, trifluoromethyl, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-NR<sup>16</sup>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, HO-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-C(O)-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-S(O)<sub>2</sub>-NR<sup>16</sup>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, (C<sub>1</sub>-C<sub>6</sub> alkyl)-NR<sup>16</sup>-S(O)<sub>2</sub>-(C<sub>1</sub>-C<sub>6</sub> alkyl)<sub>0-1</sub>-, or HO-(C<sub>1</sub>-C<sub>6</sub> alkyl), wherein each R<sup>16</sup> is independently H or C<sub>1</sub>-C<sub>6</sub> alkyl or a combination thereof.

Claim 48 (currently amended): A compound of claim 44, wherein T is unsubstituted naphthyl; ~~or unsubstituted 4-trifluoromethylphenyl, 4-(2-ethoxy-2-oxoethyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-(3-methoxypropyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-(2-acetylaminooethyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-acetamidyl-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-(2-acetoxyethyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl, 4-(3-methoxy-3-oxopropyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl or 4-(2-methoxy-2-oxoethyl)-3-oxo-3,4-dihydro-2H-benzo[1,4]oxazin-6-yl.~~

Claims 49-52 (canceled)

Claim 53 (original): A compound of claim 44, wherein W is unsubstituted or substituted phenyl.

Claim 54 (original): A compound of claim 53, wherein W is 2-trifluoromethylphenyl, 3-trifluoromethylphenyl, 4-trifluoromethylphenyl, 2-chlorophenyl, 3-chlorophenyl, 4-chlorophenyl, 3,4-dichlorophenyl, 3,5-dichlorophenyl, 2-fluorophenyl, 3-fluorophenyl, 4-fluorophenyl, 3,4-difluorophenyl, 3,5-difluorophenyl, 2-methoxyphenyl, 3-methoxyphenyl, 4-

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methoxyphenyl, 3,4-dimethoxyphenyl, 3,5-dimethoxyphenyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, 3,4-dimethylphenyl, 3,5-dimethylphenyl, 2-chloro-4-fluorophenyl, 4-fluoro-2-trifluoromethylphenyl, 2-(2-acetoxy-ethyl)-phenyl, 3-(2-acetoxy-ethyl)-phenyl, 4-(2-acetoxy-ethyl)-phenyl, N,N-dimethyl-benzamide-4-yl, or 4-acetylamino-phenyl.

Claim 55 (original): A compound of claim 44, wherein W is 2-methoxyphenyl.

Claim 56 (previously amended): A compound of claim 44, wherein T is unsubstituted naphthyl or unsubstituted 4-trifluoromethylphenyl and W is 2-methoxyphenyl.

Claim 57 (previously amended): The compound

(4-{4-[3-(2-methoxy-benzyloxy)-propoxy]-phenyl}-piperidin-3-yl)-naphthalen-2-ylmethyl-amine,

(4-{4-[3-(2-methoxy-benzyloxy)-propoxy]-phenyl}-piperidin-3-yl)-(6-methoxy-naphthalen-2-ylmethyl)-amine,

(4-{4-[3-(2-methoxy-benzyloxy)-propoxy]-phenyl}-piperidin-3-yl)-methyl-naphthalen-2-ylmethyl-amine,

6-[(4-{4-[3-(2-methoxy-benzyloxy)-propoxy]-phenyl}-piperidin-3-ylamino)-methyl]-naphthalen-2-ol,

6-[(4-{4-[3-(2-methoxy-benzyloxy)-propoxyl]-phenyl}-piperidin-3-ylamino)-methyl]-naphthalene-1-carboxylic acid methyl ester,

6-[(4-{4-[3-(2-methoxy-benzyloxy)-propoxyl]-phenyl}-piperidin-3-ylamino)-methyl]-naphthalene-1-carboxylic acid,

naphthalene-1-carboxylic acid (4-{4-[3-(2-methoxy-benzyloxy)-propoxy]-phenyl}-piperidin-3-yl)-amide,

6-[(4-{4-[3-(2-methoxy-benzyloxy)-propoxy]-phenyl}-piperidin-3-ylamino)-methyl]-naphthalene-2-carboxylic acid methyl ester,

6-[(4-{4-[3-(2-fluoro-benzyloxy)-propoxy]-phenyl}-piperidin-3-ylamino)-methyl]-naphthalene-2-carboxylic acid methyl ester,

6-[(4-{4-[3-(2-fluoro-benzyloxy)-propoxy]-phenyl}-piperidin-3-ylamino)-methyl]-naphthalene-2-carboxylic acid,

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naphthalene-2-sulfonic acid (4-{4-[3-(2-fluoro-benzyloxy)-propoxy]-phenyl}-piperidin-3-yl)-amide,

(4-{4-[3-(2-fluoro-benzyloxy)-propoxy]-phenyl}-piperidin-3-yl)-(4-fluoro-3-trifluoromethyl-benzyl)-amine,

{3-[(4-{4-[3-(2-fluoro-benzyloxy)-propoxy]-phenyl}-piperidin-3-ylamino)-methyl]-phenoxy}-acetic acid methyl ester,

1-(2-{3-[(4-{4-[3-(2-fluoro-benzyloxy)-propoxy]-phenyl}-piperidin-3-ylamino)-methyl]-phenoxy}-ethyl)-pyrrolidine-2,5-dione, or

1-(2-{3-[(4-{4-[3-(2-fluoro-benzyloxy)-propoxy]-phenyl}-piperidin-3-ylamino)-methyl]-phenoxy}-ethyl)-pyrrolidine-2-one.

Claim 58 (currently amended): A pharmaceutical composition comprising a therapeutically effective amount of a compound of any of claims 1, 44, or 57 1-19, 27-32, 34-37, 41-48, 51-58, or 67, admixed with a pharmaceutically acceptable carrier, diluent, or excipient.

Claim 59 (currently amended): A method of inhibiting renin in a mammal comprising administering to the mammal in need thereof an effective amount of a compound of any of claims 1, 44, or 57 1-19, 27-32, 34-37, 41-48, 51-58, or 67.

Claim 60 (currently amended): A method of treating or preventing hypertension in a mammal comprising administering to the mammal in need thereof an effective amount of a compound of any of claims 1, 44, or 57 1-19, 27-32, 34-37, 41-48, 51-58, or 67.

Claim 61 (currently amended): A method of treating or preventing congestive heart failure in a mammal comprising administering to the mammal in need thereof an effective amount of a compound of any of claims 1, 44, or 57 1-19, 27-32, 34-37, 41-48, 51-58, or 67.

Claim 62 (currently amended): A method of treating or preventing stroke in a mammal comprising administering to the mammal in need thereof an effective amount of a compound of any of claims 1, 44, or 57 1-19, 27-32, 34-37, 41-48, 51-58, or 67.

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Claim 63 (canceled)

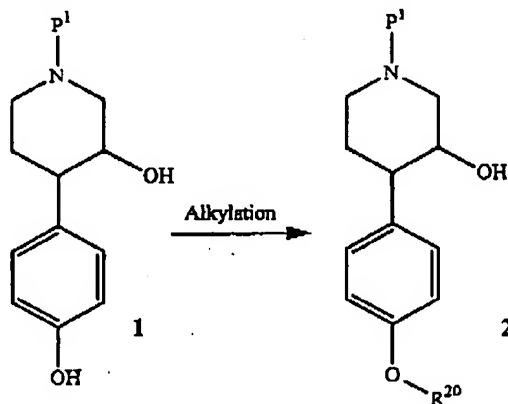
Claim 64 (currently amended): A method of treating or preventing glaucoma in a mammal comprising administering to the mammal in need thereof an effective amount of a compound of any of claims 1, 44, or 57 ~~1-19, 27-32, 34-37, 41-48, 51-58, or 67~~.

Claim 65 (canceled)

Claim 66 (currently amended): A method of treating or preventing hyperaldosteronism in a mammal comprising administering to the mammal in need thereof an effective amount of a compound of any of claims 1, 44, or 57 ~~1-19, 27-32, 34-37, 41-48, 51-58, or 67~~.

Claim 67 (currently amended): A process for preparing a compound of claim 1 ~~1~~ comprising the steps of:

a) alkylation of piperidine **1** to afford the intermediate **2** wherein  $R^{20}$ , along with the oxygen to which it is attached, is equivalent to  $-Z-W$  as defined in claim 1;

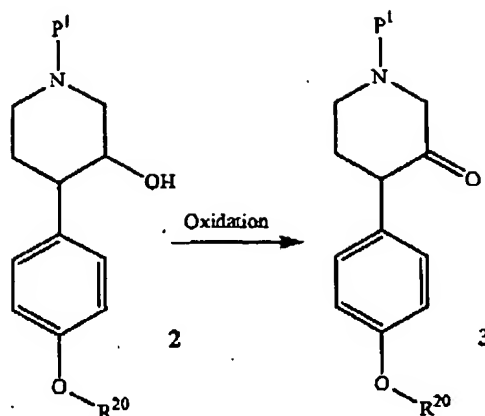


b) oxidation of **2** to afford the piperidinone intermediate **3**;

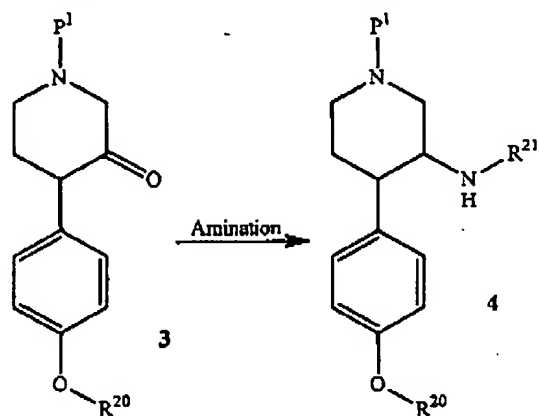
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c) contacting 3 with a suitable amine to afford the intermediate 4, wherein R<sup>21</sup>, along with the nitrogen to which it is attached is equivalent to -Q-T as defined in claim 1;



d) deprotection of 4 to afford 5

